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Securities Code: 9279

Date of sending by postal mail: January 13, 2026

Start date of measures for electronic provision: January 6, 2026

To our shareholders:

Sho Tagawa,
President & Representative Director
GIFT HOLDINGS INC.
Shibuya Sakura Stage SHIBUYA Tower,
1-1 Sakuragaoka-cho, Shibuya-ku, Tokyo

Notice of the 16th Ordinary General Meeting of Shareholders

We are pleased to announce the 16th Ordinary General Meeting of Shareholders of GIFT HOLDINGS INC. (the “Company”), which will be held as indicated below.

When convening this general meeting of shareholders, the Company takes measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (items for which the measures for providing information in electronic format will be taken) in electronic format, and posts this information on each of the websites. Please access the following websites by using the internet address shown below to review the information.

The Company’s website:

<https://www.gift-group.co.jp/ir/stock/05> (in Japanese)

From the above website, select “FY2025.”

TSE website (Listed Company Search):

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese)

Access the TSE website by using the internet address shown above, enter “GIFT HOLDINGS” in “Issue name (company name)” or the Company’s securities code “9279” in “Code,” and click “Search.” Then, click “Basic information” and select “Documents for public inspection/PR information.” Under “Documents for public inspection/PR information,” click “Click here for access” under “[Notice of General Shareholders Meeting/Informational Materials for a General Shareholders Meeting].”

Instead of attending the meeting in person, you can exercise your voting rights in writing (by mail) or via the internet, etc. Please examine the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 6:30 p.m. on Tuesday, January 27, 2026 (JST).

You will be able to watch this general meeting of shareholders via internet-based livestreaming. For details, please refer to “Information on Livestreaming for Shareholders and How to Ask Questions” (available in Japanese only).

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Information

Proposal No. 1: Appropriation of Surplus

The Company considers the return of profit to shareholders as one of the key management issues, and has a basic policy of implementing a stable dividend policy while taking into consideration the enhancement of internal reserves necessary for strengthening the financial structure and proactive business development.

Based on this policy, the Company aims to maintain a consolidated dividend payout ratio of 20% for dividends of surplus, and strives to ensure that they are paid out on a continuous and stable basis.

In addition, the Company will use internal reserves as a medium- to long-term business resource for the purpose of continuous business expansion under the rapidly changing business environment going forward.

The Company has given consideration to matters including the business performance of the fiscal year and future business development, and it proposes to pay year-end dividends for the current fiscal year as follows:

- (1) Type of dividend property
To be paid in cash.
- (2) Allotment of dividend property to shareholders and aggregate amount thereof
¥11 per common share of the Company
Total payment: ¥220,184,569
As the Company has already paid an interim dividend of ¥11 per common share of the Company, the annual dividend for the fiscal year will be ¥22 per share.
- (3) Effective date of dividends of surplus
January 29, 2026

Proposal No. 2: Election of Six Directors/Members of Board (Excluding Directors/Members of Board Who Are Audit and Supervisory Committee Members)

The terms of office of all seven Directors/Members of Board (excluding, however, Directors/Members of Board who are Audit and Supervisory Committee Members; applicable to the rest of this proposal) will expire at the conclusion of this meeting.

Therefore, the Company proposes the election of six Directors/Members of Board.

As for this proposal, the Audit and Supervisory Committee of the Company has judged that all the candidates for Director/Member of Board are eligible.

The candidates for Director/Member of Board are as follows:

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company		Number of the Company's shares owned
1	[Reelection] [Male] Sho Tagawa (November 8, 1982)	Nov. 2001	Joined Hiroki Advance, Ltd.	188,000 shares
		July 2005	Store Manager of Main Store	
		Jan. 2008	Founded MACHIDA SHOTEN	
		Dec. 2009	Established MACHIDA SHOTEN K.K. (currently the Company) President & Representative Director of the Company (current position)	
		Jan. 2010	Established FINAL THREE FEET K.K. President and Representative Director	
		Mar. 2015	Established SHI-TEN-NOH K.K. President and Representative Director	
		May 2021	Representative Director of GIFT JAPAN K.K. (currently GIFT INC.) (current position)	
		Feb. 2023	Chief Director of Development Division of the Company	
		[Significant concurrent positions outside the Company] Representative Director of GIFT INC.		
		[Reasons for nomination as candidate for Director/Member of Board] Sho Tagawa is the founder of the Company, and has a wealth of experience, achievements and insight as a corporate manager. He is qualified to lead the growth and development of the Company, and he is expected to adequately fulfill his role as a Director/Member of Board in decisions on important matters and supervision of business execution of the Company. Therefore, the Company has nominated him as a candidate for Director/Member of Board.		

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company		Number of the Company's shares owned
2	[Reelection] [Male] Tatsuya Sasajima (July 17, 1974)	Dec. 1994 Jan. 1996 July 1997 Aug. 2000 Feb. 2005 Jan. 2006 Sept. 2008 Jan. 2011 Jan. 2016 Mar. 2016 June 2016 Aug. 2021 Nov. 2022 Mar. 2024 Apr. 2024 Oct. 2024 Dec. 2024	Joined Utopia, Ltd. Joined Ishikawa Shoji, Ltd. Joined Eight Corporation Joined Hiroki Advance, Ltd. Manager of Store Development and Manager Supervising Directly Operated Stores Manager Supervising Franchise Chain Business Division and Manager Supervising Directly Operated Stores Joined Sony Life Insurance Co., Ltd. Joined FINAL THREE FEET K.K. Director Executive Vice President of the Company (current position) Representative Director of FINAL THREE FEET K.K. Representative Director of GIFT USA INC. Representative Director of SHI-TEN-NOH K.K. Chief Director of Produced Store Business Division of GIFT JAPAN K.K. (currently GIFT INC.) (current position) Representative Director of GIFT SOUTHEAST ASIA (THAILAND) CO.,LTD. (current position) Representative Director of GIFT USA FRANCHISE INC. (current position) Representative Director of GIFT EUROPE AG (current position) Representative Director of Machida Shoten Philippines Inc. (current position) Representative Director of Ramen Master Switzerland AG (current position)	952,000 shares
		[Significant concurrent positions outside the Company] Chief Director of Produced Store Business Division of GIFT INC. Representative Director of GIFT USA FRANCHISE INC. Representative Director of GIFT EUROPE AG Representative Director of GIFT SOUTHEAST ASIA (THAILAND) CO.,LTD. Representative Director of Machida Shoten Philippines Inc. Representative Director of Ramen Master Switzerland AG		
		[Reasons for nomination as candidate for Director/Member of Board] Tatsuya Sasajima has been involved in the produced store business and overseas business of the Company for many years, and has a wealth of experience and extensive insight in these areas. He is expected to utilize this experience and insight to adequately fulfill his role as a Director/Member of Board in decisions on important matters and supervision of business execution of the Company. Therefore, the Company has nominated him as a candidate for Director/Member of Board.		

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company		Number of the Company's shares owned
3	[Reelection] [Male] Seiji Fujii (September 22, 1980)	Apr. 2001 Apr. 2005 Sept. 2009 Jan. 2012 Jan. 2014 Jan. 2015 Mar. 2015 June 2016 Aug. 2019 Apr. 2021 Aug. 2021 Nov. 2022 Feb. 2023 May 2024 June 2024 Oct. 2024 Nov. 2024 June 2025	Joined Daido-Kigyo Co., Ltd. Joined Ryowa Co., Ltd. Joined MACHIDA SHOTEN K.K. (currently the Company) Store Manager of Tsunashima Shoten of the Company Director/Member of Board Senior Executive Director Director of SHI-TEN-NOH K.K. Senior Executive Director and Chief Director of Company-owned Store Business Division of the Company Representative Director of Ramen TENKA K.K. Representative Director of Amazing K.K. (current position) Senior Executive Director and Chief Director of Business Support Division of the Company Senior Executive Director and Chief Director of Company-owned Store Operation Division of the Company (current position) Chief Director of Directly Operated Store Business Department and Chief Director of Overseas Sales Department of GIFT INC. Representative Director of Craft K.K. (current position) Representative Director of GIFT USA INC. (current position) Chair of GIFT RESTAURANT MANAGEMENT SHANGHAI CO., LTD. (current position) Director of Company-owned Overseas Store Strategy Department of the Company Representative Director of GIFT TORONTO INC. (current position) Chief Director of Human Resource Development Division of the Company (current position) Chief Director of Directly Operated Store Business Department 1 and Chief Director of Directly Operated Store Business Department 2 of GIFT INC. (current position) Representative Director of Brand Co., Ltd. (current position)	89,499 shares
		[Significant concurrent positions outside the Company] Chief Director of Company-owned Store Operation Division Chief Director of Human Resource Development Division Chief Director of Directly Operated Store Business Department 1 of GIFT INC. Chief Director of Directly Operated Store Business Department 2 of GIFT INC. Representative Director of GIFT USA INC. Chair of GIFT RESTAURANT MANAGEMENT SHANGHAI CO., LTD. Representative Director of GIFT TORONTO INC.		

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
		<p>Representative Director of Amazing K.K. Representative Director of Craft K.K. Representative Director of Brand Co., Ltd.</p> <p>[Reasons for nomination as candidate for Director/Member of Board] Seiji Fujii has been involved in the Company-owned store business of the Company for many years, and has a wealth of experience and extensive insight in this area. He is expected to utilize this experience and insight to adequately fulfill his role as a Director/Member of Board in decisions on important matters and supervision of business execution of the Company. Therefore, the Company has nominated him as a candidate for Director/Member of Board.</p>	

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company		Number of the Company's shares owned
4	[Reelection] [Male] Norihiko Suehiro (October 4, 1960)	<p>Apr. 1984 Joined Seiko Instruments & Electronics Ltd. (currently Seiko Instruments Inc.)</p> <p>Oct. 1993 Joined KYOWA ENGINEERING CONSULTANTS Co., Ltd. Executive Officer and Chief Director of Business Management Office</p> <p>June 2003 Joined FINE DEVICE CO., LTD Director and CFO</p> <p>Oct. 2005 Joined Nippon Manufacturing Service Corporation (currently nms Holdings Corporation) Managing Director and Chief Director of Corporate Division</p> <p>Aug. 2015 Joined Jibannet Holdings Co., Ltd. CFO, Executive Officer and Chief Director of Administration Division</p> <p>Jan. 2016 Joined the Company Chief Director, Administration Division</p> <p>Sept. 2016 Director/Member of Board and Chief Director, Administration Division</p> <p>Feb. 2020 Executive Director and Chief Director, Administration Division (current position)</p> <p>June 2022 Representative Director of GIFT DIVERSITY SOLUTION INC. (current position)</p> <p>June 2024 Director of GIFT RESTAURANT MANAGEMENT SHANGHAI CO., LTD. (current position)</p> <p>Oct. 2024 Director of GIFT TORONTO INC. (current position) Director of Machida Shoten Philippines Inc. (current position)</p> <p>Dec. 2024 Director of Ramen Master Switzerland AG (current position)</p>		60,767 shares
		[Significant concurrent positions outside the Company] Representative Director of GIFT DIVERSITY SOLUTION INC.		
		[Reasons for nomination as candidate for Director/Member of Board] Norihiko Suehiro has overseen the Accounting and Finance Department and the Human Resources and General Affairs Department of the Company, and has a wealth of experience and extensive insight in the finance area. He is expected to utilize this experience and insight to adequately fulfill his role as a Director/Member of Board in decisions on important matters and supervision of business execution of the Company. Therefore, the Company has nominated him as a candidate for Director/Member of Board.		

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company		Number of the Company's shares owned
5	[Reelection] [Male] Masanori Enoki (September 10, 1981)	Dec. 2005 Apr. 2010 Mar. 2013 Oct. 2013 Apr. 2016 Jan. 2017	Joined Deloitte Touche Tohmatsu (currently Deloitte Touche Tohmatsu LLC) Registered as certified public accountant Partner of Hinode Audit Corporation (currently Keyaki Audit Corporation) Established NIHONBASHI ACCOUNTING CONSULTING FIRM, Partner Joined the Company Chief Director of Corporate Planning Department and Chief Director of Accounting Department, Administration Division Director/Member of Board and Chief Director of Corporate Planning Office (current position)	70,557 shares
		[Reasons for nomination as candidate for Director/Member of Board] Masanori Enoki has overseen the Corporate Planning Department of the Company, and has expert knowledge, experience, etc. gained as a certified public accountant. He is expected to utilize this knowledge and experience to adequately fulfill his role as a Director/Member of Board in decisions on important matters and supervision of business execution of the Company. Therefore, the Company has nominated him as a candidate for Director/Member of Board.		
6	[Reelection] [Male] Mitsuo Terada (August 19, 1971)	Apr. 1990 Dec. 1990 June 2009 Dec. 2018 Jan. 2019 Apr. 2019 Aug. 2019 Nov. 2020 July 2022 Feb. 2023	Joined HOTEL PACIFIC TOKYO, Ltd. Joined ARIAKEJAPAN Co., Ltd. Chief Director of Development Division Joined the Company Chief Director of Development Division Director/Member of Board Director/Member of Board and Chief Director of Product Development Division Representative Director of KIK FOODS K.K. (currently GIFT FOODS MATERIAL K.K.) (current position) Director/Member of Board and Chief Director of Product Division of the Company Director/Member of Board and Chief Director of Product Development Division Director/Member of Board and Chief Director of Manufacturing Division (current position)	9,208 shares
		[Significant concurrent positions outside the Company] Representative Director of GIFT FOODS MATERIAL K.K.		
		[Reasons for nomination as candidate for Director/Member of Board] Mitsuo Terada has overseen the Manufacturing Department of the Company, and has a wealth of experience and extensive insight in this area. He is expected to utilize this experience and insight to adequately fulfill his role as a Director/Member of Board in decisions on important matters and supervision of business execution of the Company. Therefore, the Company has nominated him as a candidate for Director/Member of Board.		

- (Notes)
1. There is no special interest between any of the candidates and the Company.
 2. The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. The content of the policy is summarized in the Business Report (available in Japanese only). If the election of each of the candidates for Director/Member of Board is approved at this meeting, they will continue to be included in the policy as the insureds. In addition, when the policy is renewed, the Company plans to renew the policy with the same terms.

Reference Skill Matrix of the Board of Directors After the General Meeting of Shareholders (Planned)

In the event that all of the candidates listed in this notice are elected as originally proposed, the skill matrix of the Board of Directors will be as shown below.

Name		Sho Tagawa	Tatsuya Sasajima	Seiji Fujii	Norihiko Suehiro	Masanori Enoki	Mitsuo Terada	Yuka Katsuki	Yukinori Hanafusa	Yoshio Fuse
Attribute		Inside	Inside	Inside	Inside	Inside	Inside	Independent Outside	Independent Outside	Independent Outside
Gender		Male	Male	Male	Male	Male	Male	Female	Male	Male
Title/Status		President & Representative Director	Executive Vice President	Senior Executive Director	Executive Director	Director/Member of Board	Director/Member of Board	Director/Member of Board who is an Audit and Supervisory Committee Member	Director/Member of Board who is an Audit and Supervisory Committee Member	Director/Member of Board who is an Audit and Supervisory Committee Member
Principal area of responsibility		In charge of management	In charge of produced store business	In charge of Company-owned store business	Chief Director, Administration Division	Chief Director of Corporate Planning Office	Chief Director of Manufacturing Division	Audit and Supervisory Committee Member	Specified Audit and Supervisory Committee Member	Audit and Supervisory Committee Member
		GIFT INC. Member of Nomination and Remuneration Advisory Committee	GIFT USA FRANCHISE INC. GIFT EUROPE AG	GIFT USA INC. GIFT RESTAURANT MANAGEMENT SHANGHAI CO., LTD. GIFT TORONTO INC.	GIFT DIVERSITY SOLUTION INC.	—	GIFT FOODS MATERIAL K.K.	Member of Nomination and Remuneration Advisory Committee	Member of Nomination and Remuneration Advisory Committee	Member of Nomination and Remuneration Advisory Committee
General fields	Corporate management	○	○	○	○	○	○	○	○	○
	Finance/Accounting				○	○		○	○	○
	Legal/Governance				○	○		○	○	○
	HR/Labor			○	○			○		○
	MA/Monetary/IR	○			○	○		○	○	
	Global		○		○	○		○		
	IT/DX					○			○	
	ESG				○	○	○	○		○
Business fields	Product development/Business type development	○	○	○			○			○
	Location development	○	○	○						
	Store operation	○	○	○			○			○
	Manufacturing/Quality control						○			